

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE ROMEO POWER INC.
SECURITIES LITIGATION

Case No. 1:21-cv-03362-LGS

**DECLARATION OF JASON C. HEGT IN SUPPORT OF DEFENDANTS'
MOTION TO DISMISS THE AMENDED COMPLAINT**

I, Jason C. Hegt, declare under penalty of perjury pursuant to 28 U.S.C. § 1746, as follows:

1. I am a partner in the law firm of Latham & Watkins LLP, counsel for Defendants Romeo Power, Inc. (f/k/a RMG Acquisition Corp.), Lionel E. Selwood, Jr., Lauren Webb, Robert S. Mancini, Philip Kassin, D. James Carpenter, Steven P. Buffone, W. Grant Gregory, W. Thaddeus Miller, and Craig Broderick in the above captioned matter. I am admitted to practice in the State of New York and the U.S. District Court for the Southern District of New York.

2. I submit this Declaration in support of Defendants' Motion to Dismiss the Amended Complaint. I am familiar with all of the facts and circumstances set forth herein.

3. Attached as **Exhibit 1** are true and correct excerpts of a press release titled "Romeo Power Announces Susan Brennan as New President and Chief Executive Officer," filed with the SEC by Romeo Power, Inc. as Exhibit 99.1 to a Form 8-K, dated August 6, 2021 ("Aug. 2021 Press Release").

4. Attached as **Exhibit 2** are true and correct excerpts of the Proxy Statement filed with the Securities and Exchange Commission ("SEC") by RMG Acquisition Corp., dated December 10, 2020 (the "Proxy Statement").

5. Attached as **Exhibit 3** are true and correct excerpts of the Form S-1 Registration Statement filed with the SEC by RMG Acquisition Corp., dated December 17, 2018 (“RMG Form S-1”).

6. Attached as **Exhibit 4** are true and correct excerpts of a press release titled “Romeo Power Technology, Leading Provider of Battery Technology to the Commercial EV Market, to List on NYSE Through Merger with RMG Acquisition Corp.,” filed with the SEC by RMG Acquisition Corp. as Exhibit 99.1 to a Form 8-K, dated October 5, 2020 (“Merger Press Release”).

7. Attached as **Exhibit 5** is a true and correct copy of a press release titled “Romeo Power and RMG Acquisition Corp. Announce Closing of Business Combination; Romeo Power to Trade on NYSE Under Ticker ‘RMO’ as of December 30, 2020,” filed with the SEC by Romeo Power, Inc. as Exhibit 99.1 to a Form 8-K, dated December 29, 2020 (“Closing Press Release”).

8. Attached as **Exhibit 6** are true and correct excerpts of an investor presentation titled “Energy Tech: Decarbonizing Commercial Vehicles, Romeo Power & RMG Acquisition Corp. to Merge,” filed with the SEC by RMG Acquisition Corp. as Exhibit 99.3 to a Form 8-K, dated October 5, 2020 (“Investor Presentation”).

9. Attached as **Exhibit 7** are true and correct excerpts of the Form S-4 Registration Statement filed with the SEC by RMG Acquisition Corp., dated October 15, 2020 (“RMG Form S-4”).

10. Attached as **Exhibit 8** are true and correct excerpts of the transcript of Romeo Power, Inc.’s Q4 2020 Earnings Call, held on March 30, 2021 (“Q4 2020 Earnings Call Tr.”).

11. Attached as **Exhibit 9** are true and correct excerpts of Lightning eMotors, Inc.'s FQ2 2021 presentation and earnings call transcript. The presentation titled "Second Quarter 2021 Earnings Call" ("Lightning Q2 2021 Presentation") was presented in conjunction with Lightning eMotors, Inc.'s FQ2 2021 Earnings Call on August 6, 2021 ("Lightning Q2 2021 Earnings Call Tr.").

12. Attached as **Exhibit 10** are true and correct excerpts of a Cowen analyst report entitled "4Q Recap: Tough Start on Cell Shortage; LT Supply Agreements in the Works," dated March 31, 2021 ("Cowen March 31, 2021 Report").

13. Attached as **Exhibit 11** are true and correct excerpts of a press release titled "Nikola Corporation Reports Fourth Quarter and Full Year 2020 Results," filed with the SEC by Nikola Corporation as Exhibit 99.1 to a Form 8-K, dated February 25, 2021 ("Nikola Q4 2020 Press Release").

14. Attached as **Exhibit 12** is a true and correct copy of a news article by Reuters titled, "Musk says battery cell constraints impact production of Tesla Semi," published on March 30, 2021 ("Reuters Article"). The news article is accessible online, <https://www.reuters.com/article/us-tesla-musk-semi/musk-says-battery-cell-constraints-impact-production-of-tesla-semi-idUSKBN2BM19B>.

15. Attached as **Exhibit 13** are true and correct excerpts of Romeo Power Technology and RMG Acquisition Corp.'s Investor Call transcript, held on October 5, 2020, and as filed with the SEC by RMG Acquisition Corp. as Exhibit 99.2 to a Form 8-K, dated October 5, 2020 ("Merger Announcement Tr.").

16. Attached as **Exhibit 14** are true and correct copies of Form 4s filed with SEC for Lionel E. Selwood, Jr., and Lauren Web dated December 31, 2021 and true and correct

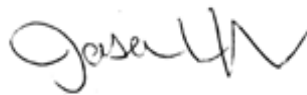
excerpts of the Proxy Statement filed with the SEC by Romeo Power, Inc. dated April 30, 2021.

17. Attached as **Exhibit 15** is a true and correct copy of a press release titled “Romeo Power Announces Expansion of Executive Leadership Team with Chief Financial Officer and Chief Accounting Officer Appointments,” filed with the SEC by Romeo Power, Inc. as Exhibit 99.1 to a Form 8-K, dated June 16, 2021 (“June 2021 Press Release”).

I declare upon penalty of perjury that the foregoing is true and correct.

Dated: November 5, 2021
Bridgehampton, New York

By:



Jason C. Hegt